

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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Chapter 7

In re:

PALI HOLDING, INC., and
PALI CAPITAL, INC.

Cases No. 10-11727 (REG)
10-15393 (REG)

Debtors.

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YANN GERON, Chapter 7 Trustee of the Estates of
Pali Holdings, Inc. and Pali Capital, Inc.,

Adv. Proc. No. 13-01178 (REG)
13-01179 (REG)

Plaintiff,

- against -

RICHARD ABRAHAMS, RICHARD ANTHONY,
BRADLEY BERK, PETER BORISH, BERT R.
COHEN, JOHN FEDDERS, KEVIN FISHER,
GARY FREEDMAN, TIMOTHY PARROTT,
BRADLEY REIFLER, JOSEPH SCHENK, DAVID
WASITOWSKI, RONALD WEINSTEIN, and
REIFLER CAPITAL ADVISORS, INC.,

Defendants.

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**ORDER (I) PURSUANT TO BANKRUPTCY CODE 105(A) AND
BANKRUPTCY RULE 9019(A) APPROVING A SETTLEMENT
AGREEMENT AMONG THE TRUSTEE, THE DEFENDANTS,
AND THE UNDERWRITERS; AND (II) AUTHORIZING PAYMENT
OF COUNSEL'S CONTINGENCY FEES AND EXPENSES**

Upon the motion and exhibits thereto, dated September 19, 2013 (the "Motion"), filed by Yann Geron, as the Chapter 7 trustee of Pali Holdings Inc. and Pali Capital, Inc. (the "Trustee"), seeking the entry of an order: (i) pursuant to Bankruptcy Code §105(a) and Bankruptcy Rule 9019(a), approving the settlement of the above-captioned adversary proceedings as set forth in a the Stipulation of Settlement among: (a) the Trustee, (b) Defendants and (c) Brit Insurance Syndicate 2987 and Lexington Insurance Company (collectively "Underwriters"); and (ii)

pursuant to Bankruptcy Code §§327, 328 and 330, approving and awarding the payment of certain fees and disbursements to the Trustee's Special Counsel, Reid Collins & Tsai LLP ("Special Counsel" or "RCT") and Fox Rothschild LLP ("Fox Rothschild"); and upon the record of the hearing held on October 16, 2013 (the "Hearing") before the Honorable Robert E. Gerber, United States Bankruptcy Judge for the Southern District of New York, the transcript of which is incorporated by reference, and the Trustee, RCT and Fox Rothschild having appeared at the Hearing in support of the Motion; and upon the affidavit of service of the Motion, a copy of which is on file with the Court; and sufficient cause having been shown; and additional notice being neither necessary nor required; and having found that the terms and conditions of the Stipulation attached to the Motion as Exhibit A, are fair and reasonable and in the best interest of the Debtors' estate; and having approved the fees of RCT and Fox Rothschild, it is now, hereby

ORDERED that service of the Motion be deemed sufficient and that no further notice need be given; and it is further

ORDERED that the Stipulation is approved; and it is further

ORDERED that the Trustee shall receive the Settlement Payment paid pursuant to the Stipulation into the account of Pali Capital; and it is further

ORDERED that upon the Settlement Payment having been made and completed, and such funds becoming good and readily available, the Trustee is authorized to remit the Defendants' Counsel fees in the amount of \$565,000 in the manner set forth in the Stipulation of Settlement; and it is further

ORDERED that pursuant to the terms of the Engagement Letter, RCT's fees in the amount of \$1,608,644.77 and expenses in the amount of \$14,944 are approved; and it is further

ORDERED that pursuant to the terms of the Engagement Letter, Fox Rothschild's fees

in the amount of \$77,113.75 and \$31.64 in expenses are approved; and it is further

ORDERED that upon the Settlement Payment having been made and completed, and such funds becoming good and readily available, the Trustee is authorized to remit to Fox Rothschild \$77,113.75 in fees and \$31.64 in expenses and to RCT the amounts of \$1,608,644.77 in fees and \$14,944 in expenses; and it is further

ORDERED that after payment of such fees, Trustee shall reallocate 50% of the Settlement Proceeds from the Trustee account of Pali Capital to the Trustee account of Pali Holdings, subject to further re-allocation in accordance with the Stipulation; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

ORDERED, that the Trustee be, and hereby is authorized to take such steps, expend such funds, and do such things, as is necessary to implement the terms and conditions of this Order.

Dated: New York, New York
October __, 2013

Honorable Robert E. Gerber
United States Bankruptcy Judge